

Edgar Filing: HALBROOK JOHN A - Form 5

HALBROOK JOHN A  
 Form 5  
 November 13, 2001

----- UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 FORM 5 WASHINGTON, D.C. 20549  
 -----

/ / CHECK THIS BOX IF NO STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  
 LONGER SUBJECT TO SECTION 16. FORM 4 OR Filed pursuant to Section 16(a) of the Securities Exchange Act of 1  
 FORM 5 OBLIGATIONS MAY Section 17(a) of the Public Utility Holding Company Act of 1935  
 CONTINUE. SEE Section 30(f) of the Investment Company Act of 1940  
 INSTRUCTION 1(b).  
 (Print or Type Responses)

-----  
 1. Name and Address of Reporting Person\* 2. Issuer Name AND Ticker or Trading Symbol 6. R

Turner C. Phillip Woodward Governor Company WGOV --

(Last) (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Year September 2001 --

5001 North Second Street  
 -----  
 (Street) 5. If Amendment, Date of Original (Month/Year) 7. X  
 -----

Rockford IL 61125-7001

(City) (State) (Zip) TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DI

| 1. Title of Security (Instr. 3) | 2. Trans- action Date (Month/ Day/ Year) | 3. Trans- action Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amo Sec Ben Own End Mon |
|---------------------------------|------------------------------------------|----------------------------------|-------------------------------------------------------------------|----------------------------|
|                                 |                                          |                                  | (A) or (D) Price                                                  | (In and                    |

|                                        |  |  |  |     |
|----------------------------------------|--|--|--|-----|
| Woodward Governor Company Common Stock |  |  |  | 12, |
|----------------------------------------|--|--|--|-----|

|                                        |  |  |  |     |
|----------------------------------------|--|--|--|-----|
| Woodward Governor Company Common Stock |  |  |  | 20, |
|----------------------------------------|--|--|--|-----|

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.  
 \* If the Form is filed by more than one reporting person, SEE Instruction 4(b)(v).

FORM 5 (CONTINUED)

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED  
 (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or<br>Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/<br>Day/<br>Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |     |          |
|-----------------------------------------------|--------------------------------------------------------------------|----------------------------------------------------|-----------------------------------|--------------------------------------------------------------------------------------------|-----|----------|
|                                               |                                                                    |                                                    | Code                              | V                                                                                          | (A) | (D)      |
| Nonqualified Stock Option<br>(right to buy)   | \$16.625                                                           | 01/10/1996                                         |                                   |                                                                                            |     | 11       |
| Nonqualified Stock Option<br>(right to buy)   | \$23.50                                                            | 11/18/1996                                         |                                   |                                                                                            |     | 11       |
| Nonqualified Stock Option<br>(right to buy)   | \$32.25                                                            | 11/17/1996                                         |                                   |                                                                                            |     | 11       |
| Nonqualified Stock Option<br>(right to buy)   | \$32.00                                                            | 01/14/1998                                         |                                   |                                                                                            |     | 01       |
| Nonqualified Stock Option<br>(right to buy)   | \$22.00                                                            | 11/16/1998                                         |                                   |                                                                                            |     | 11       |
| Nonqualified Stock Option<br>(right to buy)   | \$24.75                                                            | 11/16/1999                                         |                                   |                                                                                            |     | 11       |
| Nonqualified Stock Option<br>(right to buy)   | \$22.00                                                            | 03/21/2000                                         | M                                 |                                                                                            |     | 4,000 11 |
| Nonqualified Stock Option<br>(right to buy)   | \$41.813                                                           | 11/21/2000                                         |                                   |                                                                                            |     | 11       |
| Phantom Stock Units                           | 1-for-1                                                            | 11/21/2000                                         |                                   |                                                                                            |     | (1       |

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| 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities<br>Beneficially Owned<br>at End of Month<br>(Instr. 4) | 10. Ownership Form of Derivative Securities<br>Beneficially Owned at End of Month<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|-----------------------------------------------------------|
| Title                                                            | Amount or Number of Shares                    |                                                                                           |                                                                                                 |                                                           |
| Common Stock                                                     | 9,980 (a)                                     | 9,980                                                                                     | D                                                                                               |                                                           |
| Common Stock                                                     | 17,600 (b)                                    | 27,580                                                                                    | D                                                                                               |                                                           |
| Common Stock                                                     | 18,046 (a)                                    | 45,626                                                                                    | D                                                                                               |                                                           |
| Common Stock                                                     | 6,782 (a)                                     | 52,408                                                                                    | D                                                                                               |                                                           |
| Common Stock                                                     | 20,000 (a)                                    | 72,408                                                                                    | D                                                                                               |                                                           |
| Common Stock                                                     | 15,000 (a)                                    | 87,408                                                                                    | D                                                                                               |                                                           |
| Common Stock                                                     |                                               | 83,408                                                                                    | D                                                                                               |                                                           |
| Common Stock                                                     | 5,000 (a)                                     | 88,408                                                                                    | D                                                                                               |                                                           |
| Common Stock                                                     | 6,028                                         | 94,436                                                                                    | D                                                                                               |                                                           |

Explanation of Responses:

- (a) Grant to reporting person of option to buy shares of common stock under the Woodward Governor Company 1996 Long-Term Incentive Compensation Plan is an exempt transaction under Rule 16b-3.
- (b) Shares become exercisable at the rate of 25% per year beginning one year from date of grant.
- (1) The phantom stock units were accrued under the Woodward Governor Company Unfunded Deferred Compensation Plan No. 2 and are to be settled in 100% cash upon separation from the Company.

C. Philli

\*\*Intentional misstatements or omissions of facts constitute  
beneficially owned directly or indirectly.

\*\*Signature of

Note: File three copies of this Form, one of which must be manually signed.  
If space is insufficient, SEE Instruction 6 for procedure.